

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

<div>In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>,  Debtors.<sup>1</sup></div>	<div>PROMESA Title III  No. 17 BK 3283-LTS (Jointly Administered)</div>
<div>In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY,  Debtor.</div>	<div>PROMESA Title III  No. 17 BK 3567-LTS</div>
<div>THE COMMONWEALTH OF PUERTO RICO and PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY,  Movants,  -v-  AMBAC ASSURANCE CORPORATION,  Respondent.</div>	<div>PROMESA Title III  No. 17 BK 3283-LTS (Jointly Administered)</div>

**JOINDER OF AUTOPISTAS METROPOLITANAS DE PUERTO RICO, LLC  
TO MOTION OF FINANCIAL OVERSIGHT AND MANAGEMENT BOARD  
PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a) AND 362  
FOR ORDER DIRECTING AMBAC TO WITHDRAW COMPLAINT**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801).

To the Honorable United States District Judge Laura Taylor Swain:

Autopistas Metropolitanas de Puerto Rico, LLC (“**Metropistas**”), by and through its undersigned counsel, hereby submits this joinder (the “**Joinder**”) in support of (i) the *Motion of Financial Oversight and Management Board Pursuant to Bankruptcy Code Sections 105(a) and 362 for Order Directing Ambac to Withdraw Complaint* [Docket No. 12569 of Case No. 17-03283 (LTS) and Docket No. 756 of Case No. 17-03567 (LTS)] (the “**Motion**”)<sup>2</sup> filed by the Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority, by and through the Financial Oversight and Management Board for Puerto Rico (the “**Oversight Board**”), seeking entry of an order directing Ambac Assurance Corporation (“**Ambac**”) to withdraw its complaint styled *Ambac Assurance Corporation v. Autopistas Metropolitanas de Puerto Rico, LLC*, Civil No. 3:20-cv-01094 [Docket No. 1] (the “**Complaint**”) commenced on February 19, 2020 in the United States District Court for the District of Puerto Rico; and (ii) the *Memorandum of Law in Support of Motion of Financial Oversight and Management Board Pursuant to Bankruptcy Code Sections 105(a) and 362 for Order Directing Ambac to Withdraw Complaint* [Docket No. Docket No. 12570 of Case No. 17-03283 (LTS) and Docket No. 757 of Case No. 17-03567 (LTS)] (the “**Memorandum of Law**”) filed by the Oversight Board in support of the Motion. In support of this Joinder, Metropistas respectfully represents as follows:

### **JOINDER**

1. For the reasons set forth in the Motion and the Memorandum of Law, Ambac’s filing and prosecution of the Complaint constitutes willful and apparently intentional violations of the automatic stay.

---

<sup>2</sup> Capitalized terms used herein but not defined shall have the respective meanings ascribed to such terms in the Motion.

2. Accordingly, the relief requested in the Motion should be granted, and the Complaint should be deemed *void ab initio*. See *In re Soares*, 107 F.3d 969, 976 (1st Cir. 1997); *I.C.C. v. Holmes Transp., Inc.*, 931 F.2d 984, 987 (1st Cir. 1991).

### **RESERVATION OF RIGHTS**

3. Metropistas reserves the right to (i) supplement and amend this Joinder and to further respond, join in, or amend any argument herein with respect to any objection or response made by any person relating to the Motion and/or this Joinder, and (ii) seek sanctions in a subsequent proceeding against Ambac on account of its filing of the Complaint, which wrongfully harmed Metropistas by forcing it to expend substantial resources to defend against the Complaint that should never have been filed.

WHEREFORE, Metropistas joins in and supports the Debtors' Motion and Memorandum of Law and respectfully requests that the Court grant the relief requested therein and such other relief as the Court deems just and proper, including, but not limited to, determining that the Complaint is void and has no legal effect whatsoever due to its violation of the automatic stay.

*[Remainder of Page Left Intentionally Blank]*

Dated: April 1, 2020

Respectfully submitted,

**MCCONNELL VALDÉS LLC**  
270 Muñoz Rivera Avenue, Suite 7  
Hato Rey, Puerto Rico 00918  
PO Box 364225  
San Juan, Puerto Rico 00936-4225  
Telephone: 787-250-5632  
Facsimile: 787-759-9225

By: s/ Alejandro J. Cepeda-Díaz  
Alejandro J. Cepeda-Díaz  
USDC No. 222110  
Email: ajc@mcvpr.com

By: s/ Nayuan Zouairabani  
Nayuan Zouairabani  
USDC No. 226411  
Email: nzt@mcvpr.com

**GIBSON, DUNN & CRUTCHER LLP**  
James L. Hallowell (*pro hac vice* forthcoming)  
jhallowell@gibsondunn.com  
Matt J. Williams  
mjwilliams@gibsondunn.com  
Keith R. Martorana (*pro hac vice* forthcoming)  
kmartorana@gibsondunn.com  
200 Park Avenue  
New York, NY 10166-0193  
Telephone: 212.351.4000

*Attorneys for Autopistas Metropolitanas de Puerto Rico*